

PRYOR & MANDELUP, L.L.P.
Attorneys for the Debtor
Neil Ackerman, Esq.
675 Old Country Road
Westbury, New York 11590
(516) 997-0999
na@pryormandelup.com

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK

-----X
In re

ATLANTIC 111ST LLC,

Debtor.
-----X

**DATE AND TIME OF HEARING
ON CONFIRMATION OF DEBTOR'S
FIFTH AMENDED CHAPTER 11
PLAN: JULY 29, 2020 at 2:00 P.M.**

Case No. 819-73137-reg
Chapter 11

**CERTIFICATION BY COUNSEL FOR THE DEBTOR IN POSSESSION IN THE
ABOVE-CAPTIONED CASE, AS PLAN PROPONENT, OF ACCEPTANCES AND
REJECTIONS OF DEBTOR'S FIFTH AMENDED CHAPTER 11 PLAN OF
REORGANIZATION**

TO THE HONORABLE ROBERT E. GROSSMAN, UNITED STATES BANKRUPTCY
JUDGE:

Neil H. Ackerman, Esq., of Pryor & Mandelup, LLP ("P&M"), the counsel for the Chapter
11 Debtor in Possession herein (the "Debtor"), hereby:

(a) files, at Exhibit "A" annexed hereto, all ballots known by him to have been received to
date by P&M (the "Ballots"), as the Debtor's counsel, under and in accordance with
this Court's Order dated July 1, 2020 (the "Solicitation Order"), with respect to the Fifth
Amended Plan of Reorganization filed by the Debtor with this Court (the "Plan") (all
Ballots were received prior to the Ballot Deadline of July 22, 2020 fixed by this Court
in the Solicitation Order); and

(b) certifies to this Court that:

(1) each Class of Claims and Interests designated by the Plan either:

(A) has affirmatively voted to accept the Plan in accordance with 11 U.S.C.
Section 1126(c), by sending Ballots to P&M that was proper in substance and
conform substantially in form to the ballot form approved in the Solicitation
Order (**Class 3**);

(B) has affirmatively voted to reject the Plan (**Classes 1 and 2**: each such Class consisting of Secured Claims of MLF3 Atlantic LLC) but the Debtor intends to request the Court to confirm the Plan over the objections of these Classes, in that the Debtor respectfully submits that:

(i) in accordance with 11 U.S.C. Section 1129(b)(1), (A) all of the applicable requirements of Section 1129(a) other than Section 1129(a)(8), are met with respect to the Plan (including Section 1129[a][10], in that at least one Class of Claims that is impaired under the Plan – Class 3 - has accepted the plan, and (B) the Plan does not discriminate unfairly, and is fair and equitable, with respect to Classes 1 and 2 that are impaired under, and have not accepted, the Plan, and

(ii) Classes 1 and 2 are receiving the treatment that is required to be given to the holders of the Secured Claims includable in these Classes under 11 U.S.C. Section 1129(b)(2)(A), in that

(A) the Plan provides that holders of the Claims includable in these Classes shall retain the liens securing such Claims, to the extent of the allowed amount of such Claims; and

(B) the Plan provides that (i) the Debtor shall pay the holders of the Claims includable in these Classes, the full \$1,563,193.08 Undisputed Portion of these Claims by way of check sent or wire transfer made on the Effective Date of the Plan, and (ii) the Debtor shall pay the holders of the Claims includable in these Classes, the full remaining Allowed amount of these Claims (above and beyond the \$1,563,193.08 Undisputed Portion of MLF3's Claim which the Debtor shall have previously paid to MLF3 as set forth hereinabove) within sixty (60) days following (A) the entry of a Final Order determining the Allowed amount of these Claims or (B) the "so ordering" by the Bankruptcy Court of a written agreement between the Debtor and the holder of these Claims setting forth the amount in which these Claims shall be Allowed.

(C) is not impaired under the Plan within the meaning of Section 1124 of the Bankruptcy Code, and therefore is deemed to have conclusively accepted the Plan pursuant to Section 1126(f) of the Bankruptcy Code.

I. Claims which are not classified under the Plan: Administrative Claims and Allowed Priority Tax Claims

In accordance with 11 U.S.C. §1123(a)(1), holders of Administrative Claims (as said term is defined at Section 1.1 of the Plan) and holders of Allowed Priority Tax Claims (as said term is defined at Section 1.6 of the Plan) are not classified under the Plan.

Article II of the Plan provides for holders of these types of claims to receive the treatment to which they are statutorily entitled under 11 U.S.C. §1129(a)(9)(A) & (C), unless the individual holder agrees to a different treatment.

II. Impaired Classes under the Plan: Classes 1, 2 and 3

1. Class 1 under the Plan consists of the Secured Claim of MLF3 under its first mortgage on the Debtor's Property, which the Debtor has objected to, and asserts has been combined with the second mortgage and collectively reduced under a modification agreement entered into with the assignor of the mortgages to MLF3.

This Class has voted to reject the Plan.

However, the Debtor intends to request the Court to confirm the Plan over the objection of Class 1, for the reasons set forth in (b)(1)(B) above.

2. Class 2 under the Plan consists of the Secured Claim of MLF3 under its second mortgage on the Debtor's Property, which the Debtor has objected to, and asserts has been combined with the first mortgage and collectively reduced under a modification agreement entered into with the assignor of the mortgages to MLF3.

This Class has voted to reject the Plan.

However, the Debtor intends to request the Court to confirm the Plan over the objection of Class 2, for the reasons set forth in (b)(1)(B) above.

3. Class 3 under the Plan consist of Class 3 consists of the Allowed General Unsecured Claim of Atlantic Avenue Commons. This Class voted to accept the Plan.

III. Unimpaired Classes under the Plan: Class 4

1. Class 4 under the Plan consists of the Ownership Interest of the Debtor's Principal, Jarnail Singh. Under the Plan, the Debtor's Principal shall retain his Ownership Interest in the Debtor after Confirmation, since the Debtor's Principal is contributing new value to the Debtor and/or causing new value to be contributed to the Debtor to enable the Debtor to make the payments required under this Plan to holders of Claims includable in Classes 1, 2 and 3, as described in the Plan, and this Class is not impaired.

The holder of the Interest includable in this Class voted to approve the Plan.

However, this Class is conclusively presumed to have accepted the Plan pursuant to 11 U.S.C. §1126(f), since this Class is not impaired under the Plan.

v. Conclusion

I hereby affirm to this Court under penalties of perjury that all of the above is true in every particular, to the best of my knowledge, information, and belief.

WHEREFORE, the Plan conforms with, and should be confirmed under, 11 U.S.C. §1129.

Dated: Westbury, NY
July 27, 2020

PRYOR & MANDELUP, L.L. P.
Attorneys for the Debtor

By: /s Neil Ackerman
Neil Ackerman, Esq.
675 Old Country Road
Westbury, NY 11590
Office tel. no. (516) 997-0999
Email: na@pryormandelup.com

RECEIVED

JUL 29 2020

Pryor & Mandelup, LLP

Re: Atlantic 111st LLC, Ch. 11 Case No. 19-73137-reg, U.S. Bankruptcy Court for the Eastern District of New York

**BALLOT FOR VOTING ON THIRD AMENDED CHAPTER 11 PLAN FILED BY
DEBTOR IN POSSESSION IN THE ABOVE-CAPTIONED CASE**

PLEASE FILL OUT THIS BALLOT FORM COMPLETELY AND RETURN IT (WITHOUT THE REST OF THE ATTACHED NOTICE) BY MAIL OR BY EMAIL, SO THAT IT IS RECEIVED BY NO LATER THAN July 22, 2020 AT 5:00 PM EASTERN DAYLIGHT TIME, TO THE DEBTOR'S COUNSEL: NEIL H. ACKERMAN, ESQ., PRYOR & MANDELUP, LLP, 675 OLD COUNTRY ROAD, WESTBURY, NEW YORK, 11590 (EMAIL ADDRESS: NA@PRYORMANDELUP.COM).

The undersigned hereby () Accepts (X) Rejects, the Plan.

MLF3 Atlantic LLC

Name of Creditor

100 Park Avenue, Suite 2805

Street Address

New York, New York 10017

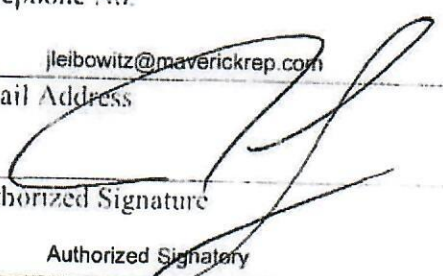
City, State and Zip

(646) 960-9959

Telephone No.

jleibowitz@maverickrep.com

Email Address


Authorized Signature

Authorized Signatory

Title

\$4,056,801.88* Secured Claim; Class 1

Total Amount of Claim (in dollars) and type of claim (general unsecured, etc.) or against the Debtor

* As of April 18, 2019. Interest continues to accrue on the unpaid balance from April 19, 2019, plus protective advances and other fees and costs, including, without limitation, attorneys' fees and expenses.

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The undersigned hereby () Accepts (X) Rejects the Plan.

MLF3 Atlantic LLC

Name of Creditor

100 Park Avenue, Suite 2805

Street Address

New York, New York 10017


City, State and Zip

(646) 960-9959

Telephone No.

jleibowitz@maverickrep.com

Email Address


Authorized Signature

Authorized Signatory

Title

\$350,674.56* Secured Claim; Class 2

Total Amount of Claim (in dollars) and type of claim (general unsecured, etc.) or against the Debtor

* As of April 18, 2019. Interest continues to accrue on the unpaid balance from April 19, 2019, plus protective advances and other fees and costs, including, without limitation, attorneys' fees and expenses.

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JUL 17 2020

Pryor & Mandelup, LLP

Re: Atlantic 111st LLC, Ch. 11 Case No. 19-73137-reg, U.S. Bankruptcy Court for the Eastern District of New York

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The undersigned hereby (X) Accepts () Rejects, the Plan.

Atlantic Avenue Commons LLC
Name of Creditor/Interest Holder

c/o Jay L. Yackow, Esq.
355 Post Avenue, Suite 201
Street Address

Westbury, New York 11590
City, State and Zip

516 -997-4040
Telephone No.

iyackow@yackowlaw.com
Email Address

by
Authorized Signature

MANAGER
Title

\$1,029,357.42 General Unsecured Claim
Total Amount of Claim (in dollars) or percentage
Ownership Interest and type of claim (general
unsecured, etc.) or against the Debtor

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JUL 21 2020

Pryor & Mandelup, LLP

Re: Atlantic 111st LLC, Ch. 11 Case No. 19-73137-reg, U.S. Bankruptcy Court for the Eastern District of New York

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The undersigned hereby (X) Accepts () Rejects, the Plan.

Jarnail Singh

Name of Creditor/Interest Holder

95-25 120th Street

Street Address

South Richmond Hill, NY 11419

City, State and Zip

(917) 709-4663

Telephone No.

atlantic111st@yahoo.com

Email Address

Jarnail Singh

Authorized Signature

Operating Member

Title

100% Ownership Interest of Atlantic 111st LLC
Total Amount of Claim (in dollars) or percentage
Ownership Interest and type of claim (general
unsecured, etc.) or against the Debtor